

**BALL JANIK LLP**

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RECORDATION NO. 23910-A FILED  
MAR 21 '02 2-31 PM  
TS  
SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

March 21, 2002

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Assignment of Memorandum of Lease Agreement, a secondary document, dated as of March 21, 2002. The primary document to which this is connected is recorded under Recordation No. 23910. We request that this document be recorded under Recordation No. 23910-A.

The names and addresses of the parties to the Assignment of Memorandum of Lease Agreement are:

Assignor:

Lease Plan U.S.A., Inc.  
1165 Sanctuary Parkway  
Alpharetta, GA 30004

Assignee:

General Electric Capital Corporation  
4 North Park Drive, Suite 500  
Hunt Valley, MD 21030

A description of the equipment covered by the Assignment of Memorandum of Lease Agreement consists of three GP-40-3 locomotives numbered PCN 3000, 3001, and 3002.

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Honorable Vernon A. Williams  
March 21, 2002  
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A fee of \$ 28.00 is enclosed. Please return two originals to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: an Assignment of Memorandum of Lease Agreement between Lease Plan U.S.A., Inc., 1165 Sanctuary Parkway, Alpharetta, GA 30004, and General Electric Capital Corporation, 4 North Park Drive, Suite 500, Hunt Valley, MD 21030, covering three GP-40-3 locomotives numbered PCN 3000, 3001, and 3002.

Very Truly Yours,



Louis E. Gitomer

Enclosures

## ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT

THIS ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 21, 2002, by and between LEASE PLAN U.S.A., INC. ("Assignor"), 1165 Sanctuary Parkway, Alpharetta, GA 30004, and GENERAL ELECTRIC CAPITAL CORPORATION ("Assignee"), 4 North Park Drive, Suite 500, Hunt Valley, MD 21030.

Assignor and Alcoa Inc. and its divisions and wholly-owned subsidiaries ("Lessee") have heretofore entered into that certain Memorandum of Lease Agreement dated as of March 21, 2002 (the "Memorandum of Lease Agreement") pertaining to three GP-40-3 locomotives numbered PCN 3000, 3001, and 3002 (the "Locomotives"). The Memorandum of Lease Agreement has been filed and recorded as Recordation No. 23910 with the Surface Transportation Board pursuant to 49 U.S.C.11301 and 49 CFR 1177 on March 21, 2002 at 2:02 p.m.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Locomotives and in and to the Lease solely to the extent relating thereto; and the parties desire to effect the assignment of the rights of Assignor under the Memorandum of Lease Agreement.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Memorandum of Lease Agreement; and Assignee accepts such assignment.

This Assignment of Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Assignment of Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Assignment of Memorandum of Lease Agreement to be executed as of the date first above written.

LEASE PLAN U.S.A., INC.

By: [Signature]  
Name: John M. Jage  
Title: Sr VP

GENERAL ELECTRIC CAPITAL CORPORATION

By: [Signature]  
Name: John Gerstel  
Title: Senior Risk Analyst

RECORDATION NO. 23910-A FILED

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SURFACE TRANSPORTATION BOARD

STATE OF GEORGIA )  
 ) ss.  
County of Fulton )

On this 26 day of February, 2002, before me, CHRISTINE C. STEVENS, the undersigned Notary Public, personally appeared JOHN M. JATE personally known to me to be the person who executed the within instrument as SR. VICE PRESIDENT on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Christine C. Stevens  
Notary Public for DAKOTA CTY, GA  
My Commission expires 12/16/05

STATE OF Maryland )  
 ) ss.  
County of Baltimore )

On this 28<sup>th</sup> day of February, 2002, before me, Tracy E. Houck, the undersigned Notary Public, personally appeared John Gerstel personally known to me to be the person who executed the within instrument as SR. Risk Analyst on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Tracy E. Houck  
Notary Public for \_\_\_\_\_  
My Commission expires 08-01-02